FORM D SECURITIES A W

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

9 2004 NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

129	1656
OMB AP	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated averag	e burden
hours per respo	nse1
SEC USI	E ONLY
Prefix	Serial
DATE RE	CEIVED
i .	

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A Preferred Stock	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	04048961
Centrify Corporation	
Address of Executive Offices (Number and Street, City, State, Zip Code) 2800 Sand Hill Road, Menlo Park, CA 94025	Telephone Number (Including Area Code) (650) 233-5753
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) 2800 Sand Hill Road, Menlo Park, CA 94025	Telephone Number (Including Area Code) (650) 233-5753
Brief Description of Business Developer of infrastructure software solutions	PROCER
Type of Business Organization Corporation Dimited partnership, already formed Discrete business trust Dimited partnership, to be formed Other	DEC 0 2 2004
Actual or Estimated Date of Incorporation or Organization: Month Year 0 3 0 4 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for St CN for Canada; FN for other foreign jurisdiction)	FINANCIAL Actual Estimated tate:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION .

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA		
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or r Each executive officer and director of corporate issuers and of corporate general and managing partners Each general and managing partner of partnership issuers. 		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director [General and/or Managing Partner
Full Name (Last name first, if individual)		
Kemp, Thomas R./Kemp-Gupta Family Trust		
Business or Residence Address (Number and Street, City, State, Zip Code)		
2800 Sand Hill Road, Menlo Park, CA 94025		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director _	General and/or Managing Partner
Full Name (Last name first, if individual)		
Au, Adam W./Au Revocable Trust		
Business or Residence Address (Number and Street, City, State, Zip Code)		
2800 Sand Hill Road, Menlo Park, CA 94025		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Moore, Paul		
Business or Residence Address (Number and Street, City, State, Zip Code)		
2800 Sand Hill Road, Menlo Park, CA 94025		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director [General and/or Managing Partner
Full Name (Last name first, if individual)		
Levine, Peter/Mayfield Funds Business or Residence Address (Number and Street, City, State, Zip Code)		
2800 Sand Hill Road, Menlo Park, CA 94025		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐	Director [General and/or
Full Name (Last name first, if individual)		Managing Partner
Patterson, Arthur/Accel Funds		
Business or Residence Address (Number and Street, City, State, Zip Code)		
428 University Ave., Palo Alto, CA 94301		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director [General and/or Managing Partner
Full Name (Last name first, if individual)		
Wong, Ying-Hon Purings or Pasidana Address (Number and Street City State 7in Code)		
Business or Residence Address (Number and Street, City, State, Zip Code) 51 Jordon Place, Palo Alto, CA 94303		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director [General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)	,	
(Use blank sheet, or copy and use additional copies of this sheet, as	necessari	
(Use orank sneet, or copy and use additional copies of this sneet, as	necessary)	

					В.	AI II OIL	MATION 2	BOUT OF	FERUNG				
1. 1	Has the	issuer sold	or does the is	suer intend to	o sell to non	1-accredited i	nvestors in t	nis offering?	_			Yes	No ⊠
	100 010	issuer soru,	01 4000 4.0 10	suci intenti t	•	ilso in Appen		•		••••••			E3
2.	What is	the minimu	m investment	that will be		m any indivi		_		•••••	•••••	\$	N/A
3.	Does the	e offering pe	ermit joint ow	nership of a	single unit?					•••••		Yes ⊠	No □
			•	•		en or will be							
j	person o	r agent of a l	broker or dea	ler registered	with the SE	ith sales of se C and/or with	a state or sta	ates, list the n	ame of the br	oker or deal	er. If more		
	nan nve dealer o		to be listed a	ire associated	persons of s	such a broker	or dealer, yo	ou may set to:	rtn the inform	iation for the	it broker or		
Full N	lame (La	ast name firs	st, if individu	al)									
Busin	ess or R	esidence Ad	ldress (Numb	per and Street	, City, State	, Zip Code)							
Name	of Asso	ociated Brok	er or Dealer										
States	in Whic	ch Person Li	isted Has Sol	icited or Inte	nds to Solici	it Purchasers					,		
(Cl	neck "Al	ll States" or	check individ	duals States)		•••••••				• • • • • • • • • • • • • • • • • • • •		☐ AI	l States
[/	AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[]	L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
[]	ΛT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[F	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	Jame (L	ast name fir	st. if individu	ial)									
Full N	lame (L	ast name fir	st, if individu	ial)				ar i marakan					
	`			oer and Stree	t, City, State	, Zip Code)							
Busin	ess or R	Lesidence Ad			t, City, State	, Zip Code)							-
Busin	ess or R	Lesidence Ad	ddress (Numl	per and Stree		, Zip Code)							
Busin Name States	ess or R	ch Person L	ddress (Numb	per and Stree	ends to Solic								Il States
Name States (C)	ess or R	ch Person L	ddress (Numb	per and Stree	ends to Solic	it Purchasers		[DE]	[DC]	[FL]	[GA]	□ A!	Il States
Name States (C)	ess or R of Asso in Whi	ch Person L	ddress (Number or Dealer isted Has Sol check indivi	per and Stree	ends to Solic	it Purchasers							
Name States (C)	ess or R of Asso s in Whi heck "A	ch Person L States" or [AK]	ddress (Numl ker or Dealer isted Has Sol check indivi	per and Stree licited or Inte	ends to Solic	it Purchasers	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
Busin Name States (C)	ess or R of Asso in Whi heck "A	ch Person L ll States" or [AK]	ddress (Number or Dealer isted Has Sol check indiving [AZ]	per and Stree dicited or Inte	ends to Solic [CA] [KY]	it Purchasers [CO] [LA]	[CT] [ME]	[DE]	[DC] [[MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
Name States (C)	ess or R of Asso in Whitheck "A AL] [[L] MT]	ch Person L ll States" or [AK] [IN] [NE] [SC]	ddress (Number of Dealer isted Has Solicheck individual) [AZ] [IA] [NV]	licited or Inte duals States) [AR] [KS] [NH]	[CA] [KY]	(CO)	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
Busin Name States (C) [A] [D] Full Y	ess or R of Assor in Whi heck "A AL] [L] MT] RI]	ch Person L ll States" or [AK] [IN] [NE] [SC]	ddress (Number of Dealer isted Has Solicheck individual) [AZ] [IA] [NV] [SD]	licited or Inte duals States) [AR] [KS] [NH]	(CA) [KY] [NJ] [TX]	it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
Busin Name States (Cl. [1] [1] [1] Full 1	ess or R of Asso in Whitheck "A AL] IL] MT] RI] Name (L	ch Person L ll States" or [AK] [IN] [NE] [SC] asst name fin	ddress (Number of Dealer isted Has Solicheck individual) [AZ] [IA] [NV] [SD]	licited or Inte duals States) [AR] [KS] [NH] [TN] aal) ber and Stree	(CA) [KY] [NJ] [TX]	it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
Busin Name (C) [A] [D] [D] [D] Busin Name	ess or R of Asso in Whitheck "A AL] [L] MT] RI] Name (L ness or R	ch Person L ll States" or [AK] [IN] [NE] [SC] ast name fir Residence Adociated Brole	ddress (Number or Dealer isted Has Sol check indivi- [AZ] [IA] [NV] [SD] st, if individuates (Number or Dealer	licited or Interduals States) [AR] [KS] [NH] [TN] ual) ber and Stree	[CA] [KY] [NJ] [TX]	it Purchasers [CO] [LA] [NM] [UT]	(CT) [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]
Busin Name States (Cl. [4] [7] [7] [7] Busin Name States	ess or R of Asso in Whitheck "A AL] IL] MT] RI] Name (L ness or R	ch Person L Il States" or [AK] [IN] [NE] [SC] Residence Acociated Brole	ddress (Number or Dealer isted Has Sol check individual [IA] [IA] [IV] [SD] st, if individual individual isted Has Sol check individual indivi	licited or Inte duals States) [AR] [KS] [NH] [TN] ber and Stree	[CA] [KY] [NJ] [TX]	it Purchasers [CO] [LA] [NM] [UT]	(CT) [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA]
Busin Name States (C) [I] [I] [I] Busin Name (C) (C)	ess or R of Asso in Whitheck "A AL] IL] MT] RI] Name (L ness or R	ch Person L Il States" or [AK] [IN] [NE] [SC] Residence Acociated Brole	ddress (Number or Dealer isted Has Sol check individual [IA] [IA] [IV] [SD] st, if individual individual isted Has Sol check individual indivi	licited or Inte duals States) [AR] [KS] [NH] [TN] ber and Stree	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	(CT) [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Busin Name (C) [A] [D] [D] [D] [D] [D] [D] [D] [D] [D] [D	ess or R of Assor in Whitheck "A AL] [L] MT] RI] Name (L ess or R of Assor in Whitheck "A	ch Person L ll States" or [AK] [IN] [NE] [SC] ast name fir Residence A ociated Brol ich Person L	ddress (Number of Dealer isted Has Sol check individual [AZ] [IA] [NV] [SD] st, if individual individual isted Has Sol check individual isted Has Sol check individual individual isted Has Sol check individual	licited or Inte duals States) [AR] [KS] [NH] [TN] ual) ber and Stree	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Busin Name States (C) [I] [I] Busin Name (C) [I]	ess or R of Asso in Whitheck "A AL] [L] MT] RI] Name (L ness or R c of Asso in Whitheck "A AL]	ch Person L ll States" or [AK] [IN] [NE] [SC] asst name fin Residence Acociated Brol ich Person L ll States" or	ddress (Number or Dealer isted Has Sol check individual [IA] [IA] [IV] [SD] est, if individual individual isted Has Sol check individual isted Has Sol check individual [AZ]	licited or Inte duals States) [AR] [KS] [NH] [TN] ber and Stree	[CA] [KY] [NJ] [TX] ends to Solice	it Purchasers [CO] [LA] [NM] [UT] c, Zip Code) it Purchasers [CO]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
	Type of Security Debt	Offering Price	Sold \$0
	Equity	-	\$ 6,791,362.28
	☐ Common ☐ Preferred	<u> </u>	<u> </u>
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests	\$0	\$0_
	Other (Specify)	\$0	\$0
	Total	\$6,813,279.78	\$ 6,791,362.28
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchase
	Accredited investors	19	\$_6,791,362.28
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	0	\$0
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Trust	Dellas Assessed
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	\boxtimes	\$ 75,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)	<u></u>	\$
	Total	\boxtimes	\$ 75,000.00

Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors & Affiliates Officers, Directors & Payment Affiliates Purchase of real estate S Salaries and fees Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S Salaries and fees Dother (specify): Total Payments Listed (column totals added) D FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature condertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the iss	solal expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 6.790.612.28 S 6.790.612.28 S 6.790.612.29 S 7.790.612.29 S 7.790.612.29 S 7.790.612.29 S 7.790.612.29 S 8.6790.612.29 S	C. OFFEI	RING PRICE, NUMBER OF INVESTORS, EXPE	ENSES AND USE OF PROCEEDS	
the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above. Payments to Officers, Directors & Affiliates	he purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the eff of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set orth in response to Part C - Question 4.b above. Payments to Officers, Directors & Affiliates	total expenses furnished in response to	Part C - Question 4.a. This difference is the "adjuste	ed gross	\$ <u>6,790,612.28</u>
Salaries and fees S S Purchase of real estate S S Purchase, rental or leasing and installation of machinery and equipment S S Construction or leasing of plant buildings and facilities S S Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S S Repayment of indebtedness S S Working capital S S S Column Totals S S Total Payments Listed (column totals added) S 6,790.612.28 The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature condertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to corredited investor pursuant to paragraph (b)(2) of Rule 502. Sasuer (Print or Type) Signature Date November 7,2004 November 7,2004 Nov	Salaries and fees S S S Purchase of real estate S S S Purchase, rental or leasing and installation of machinery and equipment S S Purchase, rental or leasing of plant buildings and facilities S S Construction or leasing of plant buildings and facilities S S Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S S Repayment of indebtedness S S Working capital S S S Column Totals S S S Total Payments Listed (column totals added) S S S Total Payments Listed (column totals added) S S S Total Payments Listed (column totals added) S S S Total Payments Listed (column totals added) S S S Total Payments Listed (column totals added) S S S Total Payments Listed (column totals added) S S S S Total Payments Listed (column totals added) S S S S Total Payments Listed (column totals added) S S S S S Total Payments Listed (column totals added) S S S S S S S S S	the purposes shown. If the amount for left of the estimate. The total of the pa	any purpose is not known, furnish an estimate and che syments listed must equal the adjusted gross proceeds	ck the box to the	
Purchase of real estate \$ \$ \$ \$ \$ \$ \$ \$ \$	Purchase of real estate \$ \$ \$ \$ \$ \$ \$ \$ \$			Officers, Directors &	
Purchase, rental or leasing and installation of machinery and equipment \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Purchase, rental or leasing and installation of machinery and equipment \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Salaries and fees		S	□ \$
Construction or leasing of plant buildings and facilities \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Construction or leasing of plant buildings and facilities \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Purchase of real estate		\$	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness S S S S S S S S S S S S S S S S S S	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$\ \text{S} \\ \tex	Purchase, rental or leasing and installa	ation of machinery and equipment		□ \$
S S S S S S S S S S	S S S S S S S S S S	Construction or leasing of plant buildi	ings and facilities	s	s
Working capital	Working capital	Acquisition of other businesses (incluused in exchange for the assets or sect	ding the value of securities involved in this offering turities of another issuer pursuant to a merger)	hat may be	s
Other (specify):	Other (specify):	Repayment of indebtedness			s
Total Payments Listed (column totals added)	Total Payments Listed (column totals added)	Working capital		S	
Total Payments Listed (column totals added)	Total Payments Listed (column totals added)	Other (specify):		S	□ \$
Total Payments Listed (column totals added). D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature conndertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to ceredited investor pursuant to paragraph (b)(2) of Rule 502. Sesuer (Print or Type) Centrify Corporation Title of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals added). D. FEDERAL SIGNATURE Such has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes taking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any notified investor pursuant to paragraph (b)(2) of Rule 502. Total Payments Listed (column totals added). Signature Date November 7, 2004 Title of Signer (Print or Type)	,			
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature conndertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to corredited investor pursuant to paragraph (b)(2) of Rule 502. Sesuer (Print or Type) Centrify Corporation Title of Signer (Print or Type) Title of Signer (Print or Type)	D. FEDERAL SIGNATURE Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes taking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any not dited investor pursuant to paragraph (b)(2) of Rule 502. Treprint or Type Tight ature Title of Signer (Print or Type) Title of Signer (Print or Type)				
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature conndertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to corredited investor pursuant to paragraph (b)(2) of Rule 502. Security Corporation Signature Centrify Corporation Title of Signer (Print or Type) Title of Signer (Print or Type)	ssuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes taking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any not dited investor pursuant to paragraph (b)(2) of Rule 502. r (Print or Type) signature of Signer (Print or Type) Title of Signer (Print or Type)				
ndertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to corredited investor pursuant to paragraph (b)(2) of Rule 502. Source (Print or Type) Centrify Corporation November 7, 2004 Wame of Signer (Print or Type)	taking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any not dited investor pursuant to paragraph (b)(2) of Rule 502. r (Print or Type) rify Corporation e of Signer (Print or Type) Title of Signer (Print or Type)		D. FEDERAL SIGNATUR	<u>E</u>	
Centrify Corporation November 7, 2004 Name of Signer (Print or Type) Title of Signer (Print or Type)	e of Signer (Print or Type) November 1, 2004 November 2, 2004	ndertaking by the issuer to furnish the U.S.	Securities and Exchange Commission, upon written requ		
Name of Signer (Print or Type) Title of Signer (Print or Type)	e of Signer (Print or Type) Title of Signer (Print or Type)	ssuer (Print or Type)			
				November 1, 2004	
nomas R. Kemp Chief Executive Officer		Thomas R. Kemp			
		•			
			ATTENTION _		